

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
APPLICATION FOR, AND AMENDMENTS TO APPLICATION FOR,  
REGISTRATION AS A NATIONAL SECURITIES EXCHANGE OR EXEMPTION  
FROM REGISTRATION PURSUANT TO SECTION 5 OF THE EXCHANGE ACT

Date filed  
(MM/DD/YY):

OFFICIAL  
USE  
ONLY

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of the applicant would violate the federal securities laws and may result in disciplinary, administrative, or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS

APPLICATION

AMENDMENT

1. State the name of the applicant: Topaz Exchange, LLC

2. Provide the applicant's primary street address (Do not use a P.O. Box):  
60 Broad Street, 26th Floor, New York, NY 10004



13035788

3. Provide the applicant's mailing address (if different):  
N/A

4. Provide the applicant's business telephone and facsimile number:  
212-943-2400 / fax: 212-509-3955

(Telephone)

(Facsimile)

5. Provide the name, title, and telephone number of a contact employee:  
Ronan Cahill Senior Legal & Regulatory Associate 212-897-8152

(Name)

(Title)

(Telephone Number)

6. Provide the name and address of counsel for the applicant:  
Michael J. Simon  
60 Broad Street, 26th Floor  
New York, NY 10004

7. Provide the date applicant's fiscal year ends: December 31, 2013

8. Indicate legal status of applicant:  Corporation  Sole Proprietorship  Partnership  
 Limited Liability Company  Other (specify): \_\_\_\_\_

If other than a sole proprietor, indicate the date and place where applicant obtained its legal status (e.g. state where incorporated, place where partnership agreement was filed or where applicant entity was formed):

(a) Date (MM/DD/YY): May 30, 2012 (b) State/Country of formation: Delaware Limited Liability Company Act, 8 Del. C section 18-101 et. seq.

(c) Statute under which applicant was organized: \_\_\_\_\_

**EXECUTION:** The applicant consents that service of any civil action brought by , or notice of any proceeding before, the Securities and Exchange Commission in connection with the applicant's activities may be given by registered or certified mail or confirmed telegram to the applicant's contact employee at the main address, or mailing address if different, given in items 2 and 3. The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of , and with the authority of , said applicant. The undersigned and applicant represent that the information and statements contained herein, including exhibits, schedules, or other documents attached hereto, and other information filed herewith, all of which are made a part hereof, are current, true, and complete.

Date: 11/4/13 Topaz Exchange, LLC

(MM/DD/YY)

(Name of applicant)

By: [Signature] Ronan Cahill, Legal Associate

(Signature)

(Printed Name and Title)

Subscribed and sworn before me this 4<sup>th</sup> day of November, 2013 by Samir Patel

(Month)

(Year)

(Notary Public)

My Commission expires 7/10/14 County of Nassau State of New York

This page must always be completed in full with original, manual signature and notarization. Affix notary stamp or seal where applicable.

**SAMIR PATEL**  
Notary Public - State of New York  
NO. 02PA6149278  
Qualified in Nassau County  
My Commission Expires 7/10/14

2013 NOV - 7 AM 9: 47

RECEIVED



International Securities Exchange.

November 4, 2013

VIA FEDERAL EXPRESS

Chris Grobbel  
U.S. Securities and Exchange Commission  
Division of Market Regulation  
Office of Market Supervision  
100 F Street NE  
Mail Stop 6628  
Washington, DC 20549

Re: Topaz Exchange, LLC  
SEC Rule 6a-2 and 6a-3 Materials

Dear Mr. Grobbel:

Pursuant to Rule 6a-2(a) of the Securities Exchange Act of 1934, this is an update of the Topaz Exchange, LLC's ("Topaz") Form 1.

In addition, pursuant to Rule 6a-3(a), within the last 10 days, Topaz issued or has made available certain material to its members, participants or subscribers. The material can be found at the following locations on Topaz's website:

**Options**

New Listings:

<http://ise.com/newlistings>

Delistings:

<http://ise.com/delistings>

Expiration Notices:

<http://ise.com/expirationnotices>

Series Additions/Deletions:

<http://ise.com/serieslist>

Market Information Circulars:

<http://ise.com/mics>

**Index Options**

Recent Index Changes:

<http://ise.com/newlistings>

Index Settlement Values:

<http://www.ise.com/options/products-traded/index-settlement-values>

**Legal & Regulatory**

Regulatory Information Circulars:

<http://www.ise.com/rics>

Rules:

<http://www.ise.com/rules>

**Marketing Material**

Press Releases:

<http://www.ise.com/press-room/press-releases/>

Publications:

<http://www.ise.com/publications>

If you have any questions on these materials, please do not hesitate to contact me at (212) 897-8152.

Sincerely,

Ronan Cahill  
Senior Legal & Regulatory Associate

**Exhibit M**

*Approved Members:*

DRW Securities, LLC  
540 West Madison St.  
Chicago, IL 60661  
Contact: Marla Lukasik (312) 542-3171  
Electronic Access Member  
Electronic Access Member

Jefferies, LLC  
520 Madison Avenue  
New York, NY 10022  
Contact: Michael Altomare (212) 284.2359  
Electronic Access Member  
Electronic Access Member

OTR Global Trading LLC  
One Manhattanville Road  
Purchase, NY 10577  
Contact: Howard Sutherland (914) 460-4076  
Electronic Access Member  
Electronic Access Member

TJM Investments, LLC  
318 W. Adams Street  
Suite 900  
Chicago, IL. 60606  
Contact: John Burke (312) 432-5110  
Electronic Access Member  
Electronic Access Member